

THE TORONTO STOCK EXCHANGE

15/6/72

FILING STATEMENT NO. 1836
FILED, JUNE 15, 1972.

File
WIN-ELDRICH MINES LIMITED

Full corporate name of Company

Incorporated under the laws of the Province of Ontario by Letters Patent dated August 14, 1944 and Supplementary Letters Patent dated July 13, 1953, June 28, 1956, April 1, 1963, June 21, 1965 (Ontario) by Letters Patent dated May 1st, 1957). Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953) July 20, 1971 have been issued to the Company

Reference is made to previous Filing Statement No. 1461.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	The proposed change of control resulting from the proposed sale to Samuel Rice of 250,000 shares without par value of the Company as follows: 50,500 such shares from Larry F. Labow; 23,000 such shares from Rejol Investments Limited; and 176,500 such shares from Labow Mining Consultants Limited. The purchase price for the said shares is \$15,000.00
2. Head office address and any other office address.	Suit 902, 8 King Street East, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	See Schedule "A" on page 2.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: 5,000,000 shares without par value Issued and Outstanding: 2,494,000 shares without par value
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	None
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	N/A
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	N/A
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes to actively explore possible acquisitions of mining properties and to acquire same, subject to securing the necessary funds. (Reference is made to Undertaking on page 3)

SCHEDULE "A"

PRESENT OFFICERS AND DIRECTORS

Larry Firestone Labow, B.Sc., P. Eng., Mining Engineer - President and a Director of the Company - for the past five years, President and a Director of Labow Mining Consultants Ltd., Rejol Investments Limited and Consolidated Daering Enterprises & Mining, Inc. - 54 Heathcote Ave., Willowdale, Ontario.

Claire Halperin Labow, B.A., Mining Executive - a Director of the Company - for the past five years, a Director of Consolidated Daering Enterprises & Mining, Inc. - 54 Heathcote Avenue, Willowdale, Ontario.

John Alexander Murphy, F.C.I.S., Corporate Secretary - a Director of the Company - for the past five years, a Director of Consolidated Daering Enterprises & Mining, Inc.- 25 Cheyenne Drive, Scarborough, Ontario.

Linda Mackintosh (Patki) - Secretary-Treasurer of the Company - for the past five years, a legal and general secretary by various firms and since September, 1971 has been employed as a legal secretary by Bernard Clayman, Barrister & Solicitor - 1175 Broadview Avenue, Toronto, Ontario.

PROPOSED OFFICERS AND DIRECTORS

Samuel Rice - President and a Director of the Company - for the past five years the President of Northern Timber and Crating Limited of Noranda, Quebec and the Secretary-Treasurer of Rice Realty and Construction Limited of Rouyn, Quebec - 60A Main Street, Rouyn, Quebec.

Leo T. Garon - a Director of the Company - for the past 3 years, retired bank manager, prior to that, Manager, Canadian Imperial Bank of Commerce, Rouyn, Quebec - 26 Taschereau St., Rouyn, Quebec.

Cecil S. Kennedy - Secretary-Treasurer of the Company - retired for the past year, for the four years prior to that, President of The Coniagas Mines Limited, Quebec Sturgeon Mines Limited and Northern Canada Mines Limited, 9 Fairway Heights Crescent, Thornhill, Ontario.

Carl Theodore Bishoff - a Director of the Company - for the past five years a Consulting Mining Engineer - 512 Murdock Street, Noranda, Quebec.

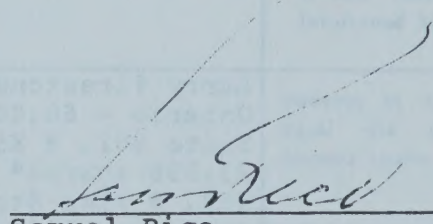
U N D E R T A K I N G

The undersigned, SAMUEL RICE, of the City of Rouyn,
in the Province of Quebec, Executive, undertakes and agrees
with The Toronto Stock Exchange that:

1. The proposed management of Win-Eldrich Mines
Limited (the "Company") proposes that the Company will
actively explore possible acquisitions of mining properties
and will acquire same, subject to securing the necessary
funds;

2. In the event that it is necessary to meet minimum
listing requirements of The Toronto Stock Exchange the
undersigned will loan to the Company sufficient funds to
meet such minimum requirements.

DATED at Rouyn this 30th day of June, 1972.



Samuel Rice

10. Brief statement of company's chief development work during past year.	On the Company's 15-claim Sturgeon Lake property located in Northwest Ontario, four (4) diamond drill holes totalling 2,011 feet were completed to test geophysical anomalies. On its 30-claim property, in the Richmond-Gulf area of New Quebec, on the east coast of Hudson Bay a program of surface exploration and sampling was carried out.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	N/A
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	N/A
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	None
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	See Schedule "B" on page 5.
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Larry Firestone Labow, 54 Heathcote Avenue, Willowdale, Ontario - 60,000 shares Rejol Investments Limited, Suite 902, 8 King Street East, Toronto, Ontario - 23,658 shares* Labow Mining Consultants Limited, Suite 902, 8 King Street East, Toronto, Ontario - 176,500 shares* * Both companies are wholly owned by Larry Firestone Labow, the President of the Company. After giving effect to the transactions referred to in Item 1, Samuel Rice will be in a position to materially affect control of the Company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	625,000 shares of Australian Ventures Company have a book value of \$1.00 and no market value.
18. Brief statement of any lawsuits pending or in process against company or its properties.	None

SCHEDULE "B"

Doherty Roadhouse & McCuaig,
The Simpson Tower,
401 Bay Street,
Toronto 103, Ontario. 302,382

Draper Dobie & Company Ltd.,
25 Adelaide Street West,
Toronto, Ontario. 228,000

J. P. Cannon & Co. Limited,
372 Bay Street,
Toronto, Ontario. 201,600

Rejol Investments Ltd.,
8 King Street East,
Suite 902,
Toronto, Ontario. 170,000*

Standard Securities Limited,
185 Bay Street,
Toronto, Ontario. 144,680

* Rejol Investments Limited is beneficially entitled to only 23,658 of the 170,000 shares registered in its name. The signatories hereto are not aware of who are the beneficial owners of the balance of 146,342 shares or the shares held by the remaining four shareholders.

FINANCIAL STATEMENTS

WIN-ELDRICH MINES LIMITED

BALANCE SHEET

As at May 30, 1972

(Prepared from the Books of Account without Audit)

ASSETS

Current

Cash in Bank \$ 8,872.06

Fixed

Mining Claims \$ 20,770.00
Furniture & Fixtures - at cost 348.50 21,118.50

Investment

625,000 shares - Australian Ventures Corporation at written down value 1.00

Deferred Expenditures and Other Assets

Exploration and Administrative Expenditures \$ 160,675.81
Reorganization Expenses 9,894.15
Loans Receivable 10,391.20 180,961.16
\$210,952.72

LIABILITIES

Current

Accounts Payable \$ 2,071.60

Shareholders' Equity

Authorized: 5,000,000 shares no par value not to exceed \$5,000,000.00

Issued and Fully Paid:

2,494,000 shares for \$ 726,678.88

Contributed Surplus 1,822,995.52

\$2,549,674.40

Less: Deficit Account (2,340,793.28) 208,881.12

\$210,952.72

Approved on behalf of the Board:

A. O. Labow Director

Conrath Director

WIN-ELDRICH MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

From January 1, 1972 to May 30, 1972

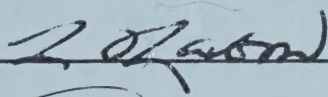
(Prepared from the Books of Account without Audit)

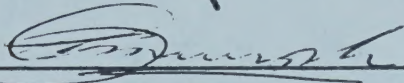
<u>Source of Funds</u>		\$ Nil
<u>Application of Funds</u>		
Administrative Expenditures	\$ 3,421.83	
Loans Receivable	<u>592.00</u>	<u>4,013.83</u>
<u>Increase or (Decrease) in Working Capital</u>		(\$ 4,013.83)
<u>Working Capital at beginning of year</u>		<u>10,814.29</u>
<u>Working Capital May 30, 1972</u>		<u><u>\$ 6,800.46</u></u>

Represented by:

Current Assets	\$ 8,872.06
Current Liabilities	<u>2,071.60</u>
	<u><u>\$ 6,800.46</u></u>

Approved on behalf of the Board:

 Director

 Director

WIN-ELDRICH MINES LIMITED

STATEMENT OF ADMINISTRATIVE EXPENDITURES

From January 1, 1972 to May 30, 1972

(Prepared from the Books of Account without Audit)

Office Rent	\$ 892.00
Stock Exchange Fees	300.00
Transfer Agen'ts Fees & Expenses	446.71
General Expenses	8.52
Professional & Consulting Fees	1,250.00
Accounting, Secretarial & Stenographic	500.00
Directors' Fees	<u>75.00</u>
	\$ 3,472.23
<u>Less:</u> Interest Earned	<u>(50.40)</u>
	<u><u>\$ 3,421.83</u></u>

<p>9. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.</p>	<p>The Company entered into a contract with King-Yonge Properties Limited to lease the premises described as Suite 902, 8 King Street East, Toronto, Ontario for a term of three years from April 15, 1970 to April 14, 1973 at a monthly rate of \$229.17.</p>
<p>20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.</p>	<p>All material facts are disclosed in the foregoing. No shares of the Company are in the course of primary distribution to the public.</p>

DATED June 6, 1972.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"L. F. Labow"

"J. A. Murphy"

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)